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*Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**SECOND MONTHLY FEE STATEMENT OF ASK LLP FOR PROFESSIONAL
SERVICES RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE LITIGATION DESIGNEES FOR THE PERIOD OF
DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:	ASK LLP
Authorized to Provide Services to:	Litigation Designees ²
Retention Date:	June 26, 2019 nunc pro tunc to April 1, 2019 as to retention as special avoidance action counsel to the Debtors; December 1, 2020 as to retention as counsel to the Litigation Designees for the Jointly Asserted Causes of Action ³
Period for Which Compensation and Reimbursement Is Sought	December 1, 2020 through December 31, 2020
Monthly Fees Incurred:	\$15,122.50
Monthly Expenses Incurred:	\$1,733.16
Total Fees and Expenses Requested:	\$16,855.66

This is a x monthly interim final

² Pursuant to the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (the “Confirmation Order”) [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors’ Committee’s designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors’ designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

³ The Confirmation Order, among other things, granted the Creditors’ Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

ASK LLP (“ASK”), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Second Monthly Fee Statement”) covering the period from December 1, 2020 through and including December 31, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Second Monthly Fee Statement, ASK requests (a) interim allowance and payment of compensation in the amount of \$15,122.50 for fees on account of reasonable and necessary professional services rendered to the Litigation Designees by ASK and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,733.16 incurred by ASK during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in

connection with services rendered to the Litigation Designees during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Second Monthly Fee Statement shall be given by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Second Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **February 12, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Second Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay the fees and expenses identified herein.

If an Objection to this Second Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Second Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: January 29, 2021

ASK LLP

/s/ Kara E. Casteel

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-and-

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Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Steinfeld, Joseph	Partner	\$800.00	1.25	\$1,000.00
Casteel, Kara	Partner	\$675.00	15.70	\$10,597.50
Manfredonia, Victoria	Associate	\$300.00	8.50	\$2,550.00
Miskowiec, Laurie	Paralegal	\$300.00	3.25	\$975.00

Exhibit B

Itemized Fees

Professional Services

			Hrs/Rate	Amount
12/1/2020	KC	Phone Opp Atty phone call with Bermuda counsel, review of documents on the same	0.40 675.0/hr	270.0
12/2/2020	KC	File Review continue review subpoena documents underlying Bermuda & follow up email OP concerning the same	0.70 675.0/hr	472.5
	KC	Phone Opp Atty phone call with counsel for HBOS	0.10 675.0/hr	67.5
	KC	File Review Review State Street data sent by co-counsel, update internal documents, review subpoena documents for State Street and Blackrock	3.50 675.0/hr	2,362.5
	KC	Correspondence Emails with Morgan Lewis, Akin	0.40 675.0/hr	270.0
	KC	Correspondence Email to Moritt concerning subpoena docs	0.20 675.0/hr	135.0
	KC	Correspondence email with Mason/Lockheed counsel	0.10 675.0/hr	67.5
	KC	Correspondence emails and phone call with First trust counsel	0.60 675.0/hr	405.0

			Hrs/Rate	Amount
12/2/2020	KC	Update Chart partially unredact Ex A as to First Trust	0.30 675.0/hr	202.5
12/3/2020	KC	Correspondence Emails with Akin re: case status	0.20 675.0/hr	135.0
12/4/2020	KC	Phone Opp Atty Phone call with Maverick counsel, follow up email	0.30 675.0/hr	202.5
12/7/2020	KC	Correspondence Email with Tisch-related counsel re: extension and case status	0.20 675.0/hr	135.0
12/8/2020	KC	Phone Opp Atty Phone call with Dimensional counsel; follow up email	0.30 675.0/hr	202.5
	KC	Correspondence email with Prescott counsel re: extension	0.10 675.0/hr	67.5
	LNP	Draft Prepare first Monthly Fee Application	2.00 300.0/hr	600.0
12/9/2020	KC	Phone Opp Atty Phone call with Katten attorneys & email re: timing & extension	0.30 675.0/hr	202.5
12/10/2020	KC	Phone client Phone call with Akin re: litigation	0.30 675.0/hr	202.5
	KC	Correspondence Emails with Morgan Lewis re: several defense issues	0.20 675.0/hr	135.0
12/14/2020	KC	Phone Opp Atty Phone call with TX AG	0.20 675.0/hr	135.0
	KC	Correspondence Internal emails re: Norges; external email to Norges counsel	0.40 675.0/hr	270.0
	KC	File Review Review of Gothic HSP data in document production	0.60 675.0/hr	405.0
	KC	Correspondence Email to Gothic HSP counsel	0.20 675.0/hr	135.0
12/15/2020	KC	Correspondence Emails with Akin re: case issues/status	0.20 675.0/hr	135.0
	KC	Phone Opp Atty Advise re:Phone call & email with counsel for Bermuda re: extension and underlying issues	0.20 675.0/hr	135.0
	KC	Correspondence Emails with Lockheed & Mason counsel	0.10 675.0/hr	67.5
12/17/2020	JS	Conference Telephone conferences with Dean Chapman, David Zensky, Kara Casteel re procedures for consolidation of actions and scheduling potential motions. Discussed various other issues raised by	0.75 800.0/hr	600.0

			<u>Hrs/Rate</u>	<u>Amount</u>
		defendants.		
12/17/2020	VM	Legal Research Advise re: Legal research & internal communications on the same - complaint amendment/multiple defendants	0.50 300.0/hr	150.0
	KC	File Review Review answer; internal emails/discussions re: amendment for one defendant	0.20 675.0/hr	135.0
	KC	Correspondence Emails with Morgan Lewis re: certain defendants and timing issues	0.20 675.0/hr	135.0
12/18/2020	VM	Legal Research Advise re: Legal research & file review - foreign entity/sovereign immunity issues	4.00 300.0/hr	1,200.0
	KC	Draft Review/edit motion, emails with Akin re: same	0.50 675.0/hr	337.5
	KC	Draft Further review stipulation, emails with Morgan Lewis re: same	0.20 675.0/hr	135.0
	KC	Phone Opp Atty Phone call with MUFG, internal emails/communications re: the same	0.50 675.0/hr	337.5
12/21/2020	VM	Legal Research Advise re: Legal research, file review, and internal communications - foreign entity/sovereign entity	4.00 300.0/hr	1,200.0
	KC	Draft Review/edit drafted documents- stipulations and motions	0.50 675.0/hr	337.5
	KC	Correspondence Emails/phone calls with Akin and Morgan Lewis	0.60 675.0/hr	405.0
	KC	File Review Timonthy F Palmer document review	0.30 675.0/hr	202.5
12/22/2020	KC	Phone Opp Atty Emails with Akin, Morgan Lewis re: stip	0.60 675.0/hr	405.0
	KC	Phone Opp Atty Phone call re: stipulation language	0.60 675.0/hr	405.0
12/23/2020	KC	Phone Opp Atty Phone call with Maverick counsel, follow up email	0.40 675.0/hr	270.0
12/28/2020	JS	Review Review and edit fee application.	0.50 800.0/hr	400.0
	KC	Draft Review/edit fee application	0.80 675.0/hr	540.0

			Hrs/Rate	Amount
12/29/2020	KC	Correspondence Emails with Akin and internal re: fee app	0.20 675.0/hr	135.0
12/30/2020	LNP	Draft Finalize first monthly fee application, file and prepare for service.	1.25 300.0/hr	375.0
		For professional services rendered	<hr/> 28.70	<hr/> \$15,122.5

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$1,726.34
Telephone	\$0.72
Photocopies	\$6.10